

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

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IN RE REV GROUP, INC. DERIVATIVE :
LITIGATION : Lead Case No. 19-cv-00009-MN
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**STIPULATION AND [PROPOSED] ORDER
REGARDING TRANSFER OF ACTION**

WHEREAS, on January 3, 2019, Plaintiff Melvyn Klein (“Klein”) commenced a shareholder derivative action on behalf of nominal defendant REV Group, Inc. (“REV Group”) alleging, among other things, violations of federal securities laws, breaches of fiduciary duties, unjust enrichment, abuse of control, and waste of corporate assets against Tim Sullivan, Paul Bamatter, Jean Marie Canan, Dino Cusumano, Charles Dutil, Justin Fish, Kim Marvin, Joel Rotroff, and Donn Viola (collectively, the “Individual Defendants” and, together with REV Group, the “Defendants”), captioned *Klein v. Sullivan et. al.*, C.A. No. 19-cv-00009-MN (the “*Klein Action*”);

WHEREAS, on March 20, 2019, Plaintiff Travis Voll (“Voll”) (together with Klein, the “Plaintiffs”) commenced a shareholder derivative action on behalf of nominal defendant REV Group alleging, among other things, violations of federal securities laws, breaches of fiduciary duties, unjust enrichment, abuse of control, and waste of corporate assets against the Individual Defendants, captioned *Voll v. Sullivan et. al.*, C.A. No. 19-cv-00543-MN (the “*Voll Action*”);

WHEREAS, on April 9, 2019, the Court consolidated the *Klein Action* and the *Voll Action* under the caption *In re REV Group, Inc. Derivative Litigation*, Consol. C.A. No. 1:19-00009-MN (the “Derivative Action”);

WHEREAS, a consolidated putative securities class action involving related claims and defenses, included alleged violations of section 10(b) of the Securities Exchange Act and Rule 10b-5 promulgated thereunder, is pending in the U.S. District Court for the Eastern District of Wisconsin, captioned *In re REV Group, Inc. Securities Litigation*, Consol. C.A. No. 2:18-cv-1268-LA (the “Securities Class Action”);

WHEREAS, REV Group’s headquarters and principal executive offices are located in Milwaukee, Wisconsin within the Eastern District of Wisconsin;

WHEREAS, there is substantial overlap between the facts and circumstances that form the basis of the allegations in this Derivative Action and the Securities Class Action, such that the convenience of the parties and witnesses would be served by having the two actions before the same federal court;

WHEREAS, Plaintiffs and Defendants have reached an agreement in principle to settle this Derivative Action, and the parties to the Securities Class Action similarly have reached an agreement in principle for a settlement that will be presented for court approval in the Eastern District of Wisconsin;

WHEREAS, Plaintiffs and Defendants have conferred and believe that transfer of this Derivative Action would serve the interests of judicial efficiency, so that a single court will rule on the approval of the proposed settlements of this Derivative Action and the Securities Class Action; and

WHEREAS, Plaintiffs and Defendants jointly consent to the transfer of the Derivative Action to the U.S. District of Court for the Eastern District of Wisconsin pursuant to 28 U.S.C. § 1404(a).

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED by and among Plaintiffs and Defendants, through their undersigned counsel, subject to the approval of the Court,

that the Derivative Action shall be transferred to the U.S. District Court for the Eastern District of Wisconsin.

DATED: March 1, 2021

Respectfully submitted,

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IT IS SO ORDERED.

Dated: _____, 2021

HON. MARYELLEN NOREIKA
UNITED STATES DISTRICT JUDGE